

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

THE HUNTINGTON NATIONAL BANK, Plaintiff	:	Case No.: 2:12 CV 937
	:	
	:	
vs.	:	Judge Watson
	:	
TAYLOR BUILDING PRODUCTS, INC., Defendant	:	
	:	

**FIRST INTERIM APPLICATION FOR ALLOWANCE OF COMPENSATION FOR
THE RECEIVER AND ATTORNEYS TO THE RECEIVER FOR THE PERIOD OF
OCTOBER 15, 2012 THROUGH NOVEMBER 30, 2012**

Now comes Bill Frazier of Raintree Capital Partners, LLC, the Court-appointed Receiver for certain assets of Taylor Building Products, Inc. (herein “Receiver”), by and through counsel, hereby applies for approval of compensation earned and for reimbursement of expenses to the Receiver and attorneys for the Receiver for the period of October 15, 2012 through November 30, 2012.

I. GENERAL INFORMATION

A. This case was initiated through the filing of a Complaint for the Appointment of a Receiver filed on October 11, 2012. At the request of Plaintiff, The Huntington National Bank (“HNB”), the Court appointed the Receiver pursuant to an Order entered on October 15, 2012 (herein “the Order”) (Doc. 8).

B. Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA (the “Firm”, together with the Receiver, the “Applicants”) is the Court-appointed attorney for the Receiver, appointed on the same day as the Receiver, within the Order.

C. Since being appointed, the Applicants have expended time and resources during the course of this complex and substantial receivership case to further the interests of the

receivership estate and the creditors of Taylor Building Products, Inc. (herein “Taylor”). Applicants submit this application for compensation of such services and reimbursement of expenses.

D. All services rendered for which Applicants request compensation were performed or incurred for or on behalf of the receivership estate. The services described in this application were actual, necessary services and the compensation requested for those services is reasonable.

E. Pursuant to the rules of Court, a copy of this Fee Application is being served upon all parties that have appeared in this case.

II. INFORMATION REGARDING PROPOSED COMPENSATION

A. Receiver’s Fees and Expenses:

Application period: October 15, 2012, through November, 2012

Requested Fees:	\$ 111,428.40
Expenses:	\$ 5,797.54
Total	\$ 117,225.94

Attached as Exhibit “A” hereto is a summary of all time and expenses of the Receiver and his agents. Exhibit “B” summarizes the time of the Receiver and his agent, Tobin Mann. As noted within those exhibits, the Receiver and Mr. Mann have invested 240 and 44.9 hours respectively on this matter. Exhibit “C” is an invoice and collections summary of Wettersten Management and Consulting (“Wettersten”), who was engaged by the Receiver to handle the accounts receivable collection, at a rate of twenty (20%) percent of the amount Wettersten recovered. Wettersten has recovered \$75,403.26 for the receivership estate, and seeks compensation of \$15,080.65 (this amount is included within the “Requested Fees” set forth above). Exhibit “D” is an itemization of all costs, advances, and expenses of the Receiver. The mileage reimbursement rate is based on current IRS guidelines.

B. Firm's Fees and Expenses:

Application period: October 15, 2012, through November, 2012

Requested Fees:	\$	29,275.50
<u>Expenses:</u>	\$	<u>2,715.87</u>
Total	\$	31,991.37

Attached as Exhibit "E" is a billing statement for the Firm setting forth: (a) the dates on which the work was performed; (b) a description of the work performed; and (c) the name of each individual performing the work. Attorney time has been billed at the following hourly rates: (a) Myron Terlecky - \$250.00 per hour ($\$250.00 \times 57.05 = \$14,262.50$); (b) Aaron Firstenberger - \$200.00 per hour ($\$200.00 \times 74.50 = \$14,900.00$); (c) James Coutinho - \$200.00 per hour ($\$200.00 \times 0.3 = \60.00); Nicholas Reeves - \$150.00 per hour ($\$200.00 \times 0.2 = \30.00). A total of 132.25 hours were worked (including a \$5.00 for court runner services), at the respective rates, resulting in \$29,257.50 in total fees.

Attached hereto as Exhibit "F" is an itemization of the expenses of the Firm. Such expenses were calculated using the in-house costs of the Firm or the actual costs charged by a third-party provider of services.

C. Certification of Review, and Billing Standards:

Reviews of the fee and expense itemizations have been conducted, and any unnecessary or excessive expenses or duplicative services have been adjusted. The Applicants recorded their services contemporaneously with performance and records of such services. Applicants represent that they have submitted hours to the Court that represent only the actual time incurred in the matters described therein. If the Court believes that the description of services rendered is inadequate, it is requested that a hearing be held to permit Applicants an opportunity to detail the services rendered for any entry in question.

III. CONCLUSION

Based upon the foregoing, the Receiver and the Firm respectfully request that this Court issue an order as follows:

- a. allowing the Receiver's interim compensation as set forth above in the amount of \$111,428.40 for fees and \$5,797.54 for expenses;
- b. allowing the Firm's interim compensation and approving payment for the services rendered to or on behalf of the Receiver as set forth above in the amount of \$29,275.50 for fees and \$2,715.87 for expenses;
- c. authorizing the Receiver to disburse from the receivership estate to the Applicants the allowed compensation at such time that the Receiver deems appropriate; and
- d. granting such other relief to which the Court determines the Applicants to be entitled.

Respectfully submitted,

/s/ Myron N. Terlecky
Myron N. Terlecky (0018628)
Aaron C. Firstenberger (0072261)
Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA
575 South Third Street
Columbus, OH 43215
Telephone (614) 228-6345
Facsimile (614) 228-6369
Attorneys for the Receiver

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the aforementioned *First Interim Application For Allowance of Compensation To The Receiver and Attorneys For Receiver For The Period of October 15, 2012 Through November 30, 2012* been served via the Court's electronic filing system and/or ordinary United States Mail, postage prepaid, on this 12th day of December, 2012 upon:

Bill Frazier
Raintree Capital Partners
17892 Clifton Park Lane
Cleveland, OH 44107
As Receiver

Maggie M. Abbulone, Esquire
Robert T. Castor, Esquire
Justin W. Ristau, Esquire
Bricker & Eckler
100 South Third Street
Columbus, OH 43215
Counsel for Plaintiff, The Huntington National Bank

Kristin S. Watson, Esquire
Cloppert, Latanick, Sauter & Washburn
225 East Broad Street
Columbus, OH 43215
Counsel for Claimants, International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and UAW Local 1637

/s/ Myron N. Terlecky
Myron N. Terlecky (0018628)
Aaron C. Firstenberger (0072261)

EXHIBIT A

Raintree Capital Partners

Request for Payment of Fees and Expenses from October 15, 2012 to November 30, 2012:

Personnel (see detail for each consultant):

Frazier:	240 hours	@ \$350:	\$84,000.00
Mann:	44.9 hours	@275	\$12,347.75
Wetterston	\$75,403.26	@20%	\$15,080.65
Total: Personnel:			\$111,428.40

Expenses (see detail for each consultant):

Frazier:	\$5,797.54
Grand Total Fees and Expenses	\$117,225.94

EXHIBIT B

Datse	Hours	Expenses	Comment
Oct 15	2.0		Teleconferances with Samuel Steel, Nick Cangialosi, Harold Valley
Oct 16 Onsite	8.0	612 mi	Teleconf w Samuel Steel, Teleconf w Angelica McKenna, Meeting w/ salaried employee staff to call staff back to work. Teleconf w/ Jeff Ayers. Trip to Grayling to open Receiver account at HNB. Develop employee list and plan for hourly employee meetings.
Oct 17	4.0		Teleconf w Samuel Steel, Jeff Ayers. Develop analysis of cash availability.
Oct 18 Onsite	8.0	376 mi hotel	Employee meetings calling hourly employees back to work. Open bank account in Grayling. Teleconf w Samuel Steel re first delivery, arrange wire.
Oct 19 Onsite	8.0	306 mi	Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Teleconf w bank and counsel for bank. Production planning for coming week. Further development of cash availability analysis. Prepare borrowing base report. Send wires for materials. Prepare bonus checks for returning employees. Vendor teleconferances.
Oct 21	2.0	306 mi hotel	Develop models for tracking cash disbursements and forecasting line of credit availability.
Oct 22 Onsite	8.0	Hotel	Meet with Controller, who tendered her resignation. Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Develop material needs priorities, prepare borrowing base report. Teleconf w bank and counsel. Communicate with Samuel Steel. Communicate with freight and logistics suppliers. Follow up with impacted suppliers. Correspondence w/ counsel re legal status of Premium, Receiver's role in Premium. Organize physical inventory at Premium Glass. Discuss selling Premium's inventory in an Article 9 sale with counsel, bank, Wausau. Generate due diligence information for Wausau. Generate information re insurance coverage on Premium for counsel.
Oct 23 Onsite	8.0	Hotel	Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Develop material needs priorities, prepare borrowing base report. Teleconf w bank and. Visit to the plant by Jeff Gosser, Supply Chain Mgr for Therma Tru and Bob Keller, VP of Mfg. Communicate with freight and logistics suppliers. Follow up with impacted suppliers.
Oct 24 Onsite	8.0	306 mi	Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Teleconf w bank and counsel counsel re means of selling Premium's inventory. Communicate with freight suppliers. Follow up with impacted suppliers. Teleconf w CFO for Wausau Supply regarding replacement for Controller, staffing of accounting function. Review proposed no offset letter from HNB to Samuel. Review Receiver cash account activity, develop model.
Oct25	9.0	315 mi	Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Travel to Premium Glass. Teleconf w bank and counsel. Conf w Receiver's counsel regarding authority at Premium. Communicate w Joe Jordan. Discussion w Tobin Mann re status of Premium in Receivership. Discussion w Paragon re payment of account. Teleconf w Steve Sparer re Paragon. Conf calls w/ Lori regarding impact of language in "No offset Letter" indicating Samule may not ship material that is not already processed. Address issues related to cancellation of 401K plan and notifications to employees re Cobra folloing cancellation of health insurance plan.
Friday Oct 26	10.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Correspondence w/ Credit manager at Bayer re

			wire for foam to be delivered Wednesday. Conference with Receiver counsel re prep of notice to creditors. Teleconference w Bank and counsel. Reviewed steel needs sheet and developed profile of exposure if Samuel does not ship steel requiring processing. Communication with Wausau Supply on issue. Communication with Lori and Harold on issue. Reviewed preliminary results of physical inventory at Premium. Correction of BBR to reflect elimination of Paragon receivable. Interview w reporter for industry publication. Conversation with Butterfield re collection of Paragon account and possibly the Premium accounts. Conversation with Franco An regarding Plastpro interest in purchasing Taylor assets, interest in purchasing doors.
Oct 28	1.0		Work through adjustments to Premium inventory with Jeff Wetterston.
Oct 29 Onsite	8.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Review turn of document with Samuel Steel. Conference call with HNB, counsel for bank and counsel for Receiver. Discuss Tobin Mann's effort to resign from Premium Glass with him. Discussed strategies to sell Premium Glass to Wausau, Bank's refusal to do an Article IX sale. Close documentation of final agreement with Samuel Steel re Pre filing liability. Review cash disbursements. Review draft of APA with Wausau.
Oct 30 Onsite	10.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Review a/r collection effort at Premium w/ Wattersten. Review a/r collection with Becky, Steve, Kevin. Work through issues relating to late wires, resulting in steel shortage. Get wire authority transferred. Discuss termination of Paragon open orders with Lori. Review expense reports. Discuss changes to the Wausau APA. Present form of asset sale transaction to Nick and discuss with him and counsel. Discuss renewal of insurance policies with HNB rep. Review Taylor's financials for Setptember. Deal with security company issue and IBM Maintenance contract.
Oct 31 Onsite	7.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Transfer collection effort on Paragon account to Myron Trelecky. Transfer collection of of Premium accounts to Jeff, firm up contract for his collection effort. Review work load in finance department with Harold and Becky, define Becky's responsibilities. Review cash disbursements and receipts. Address vendor issue with ADP re Premium invoices not paid. Conference call with Wausau counsel re sale of Premium Glass to Wausau. Attend to matter with DOL re unpaid wages at Premium.
Nov 1	4.5		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Conference call with HNB, Bank counsel, Receiver counsel.(1.5) Conference call with John Hancock staff, Nick, Angela regarding 401K plan termination. (1.0) Review APA with Wausau (2.0)
Nov 2	6.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Conference call with Bank, Bank's counsel, Receiver counsel. Travel to Buffalo, NY to Meet with Samuel and Sons management, Wausau Supply. Meet w/ Chris Webber of Webber Manufacturing re: future relationship with Wausau.
Nov 5 On site	9.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Conference call with HNB, bank's counsel, and Receiver's counsel. Review Proof of Claim document, finalize list of creditors and

			Lessors. Attention to ADP's request for Taylor to pay Premium's invoices. Prepare analysis of pro forma proceeds if sale to Wausau were implemented immediately. Review of 60+ days outstanding invoices. Meeting with Controller and salespeople to review payment plans on accounts. Develop list of local brokers and national brokers who could provide Broker Opinion of Value
Nov 6 On Site	6.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Teleconference w counsel to discuss draft of Asset Purchase Agreement. Attention to In Line Fastner request for return of materials from Premium Glass. Correction of BBR to eliminate Premium inventory in its entirety from the pool of eligible collateral, based on HNB's disinterest in Article IX sale and Mr. Cangialosi's unwillingness to co-operate with a bulk sale. Attention to offer to purchase glass from Moeller Glass. Conference call with Mr. DeMarco, counsel for Mr. Cangiolisi.
Nov 7 On Site	7.5		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Attention to the Termination of 401K plan, correspondence with Mr. Cangialosi's counsel and John Hancock. Attention to contracting auctioneer to sell equipment at Premium Glass. Attention to delivering due diligence info to Chris Edwards at Weber Mfg pursuant to his interest in submitting a bid for Taylor. Attention to delivering due diligence data on environmental condition of property to Wausau supply.
Nov 8 On Site	11.5		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Teleconference with Receiver Counsel on issues of authority to deal with Premium assets, 401K Plan Trustees, status of documents for the Receiver Sale of Taylor. Preparation of SBA site inspection for HNB's report. Conference call with representative of DOL re Premium employees who did not get paid for last week of work. Review of Motion to authorize Sale. Attention to matter of 401K Trusteeship.
Nov 9	5.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Continue work on cash flow projection for remainder of Receivership. Review collection effort on Premium and Taylor receivables.
Nov 12 On Site	11.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Communicate with Bayer Industries, prompt local brokers to submit their Broker Opinions of Value. Further development of cash flow projection for balance of receivership.
Nov 13 On Site	5.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Attention to issue with Hollander Glass and Weber Mfg. Further interaction with 401K participants seeking to rollover their funds and Trustees not wishing to perform duties. Forward environmental reports to Wausau. Review capex proposal to fix foaming machine. Review turn of the Asset Purchase Agreement. Address unpaid wages issue with DOL. Conference call with counsel for Mr. Cangiolisi.
Nov 14	9.5		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Determination of which states Taylor has paid sales taxes to and which might present exposure to the Estate. Communicate issues and recommendations to counsel and to Wausau. Further attention to getting local brokers to write an opinion of value. Attention to getting a proposal

			from auctioneer to sell Premium Glass equipment and possibly inventory. Communication with bank, counsel on all sides regarding a variety of topics relating to the case, primarily issues arising from the negotiation of the asset purchase agreement. Review Notice of Receivership and Proof of Claim documents. Resume work on cash flow projections for balance of receivership.
Nov 15 On Site	11.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Review Motion to Authorize Sale. Termination of Glenn Gambrell. Advise Steve Sparer of new compensation structure. Announce Becky's promotion. Prepare 401K documents for review by counsel. Review of past due accounts and follow up with Becky and salesmen. Attention to vendor issue at Premium with Prism Glass. Attention to personnel issue re Lori Helm. Review October financial statements. Put cash flow forecast into final form, review by Becky and Lori. Address issue of customer order for wood edge door at a price which is below cost.
Nov 16 On Site	8.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Conference call with Mr. Cangiolis and Tom Thornton regarding a bid by Thornton for the Premium assets. Address issue with bank of using the insurance check on the Lancaster property as payment on the Premium equipment. Further attention to unpaid wages issue. Final resolution of the value of machinery and equipment in the Wausau APA. Signing of execution copy.
Nov 19 On Site	6.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Meet with Hilco Real Estate, tour plant. Meet with Joe Jordan to discuss operational issues, status of Receivership process. Discussions with local brokers to develop Broker Opinions of Value.
Nov 20	2.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Conference calls to deal with issues related to Paragon account.
Nov 21	3.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Further attention to issues relating to Paragon account. Review past due accounts, review with Becky and sales people.
Nov 26 On Site	8.0	792 miles	Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Develop list of employees at Premium and their addresses for DOL. Preparation of Receiver's Report for the Court.
Nov 27	6.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Conference call with Receiver's counsel to discuss Receiver's Report and Cash flow document. Negotiation of settlement of Paragon account with Larry Smith (4 hours). Further attention to getting Broker Opinions of Value from local brokers.
Nov 28 On Site	8.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Attention to issue of Blue Cross Blue Shield of Michigan liability matter. Attention to adjusting the Paragon incoming order. Review past due accounts receivable, discuss with Becky and Salesmen. Review ad to be placed for Receiver's sale.
Nov 29	8.0		Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Conference call with counsel and bank counsel. Review Hilco's Broker Opinion of Value. Finalize language for Motion to

			be presented to the court. Further attention to language in Receiver's report. Prep for testimony. Further attention to settlement with Paragon. Attention to renewal of insurance policies
Nov 30 In Court	4.0		Prep for testimony. In court- Columbus. Review of previous day's production and invoicing, the BBR report, funding needs and approval of outgoing wire. Meet DOL representative, pay unpaid wages for Premium.
Total Hours to Date	240.0		

Tobin Mann
 3877 Oakmont Lane
 Lancaster, Ohio 43130
 EIN - 271-56-6464

Statement Total

\$12,347.50

duration

Monday, October 15, 2012

Correspondence with Bill Frazier regarding visit by ODL to see plant and to discuss possible purchase	0.3	
Correspondence with Tom Boer of Elton Manufacturing regarding possible purchase of Premium	1.3	
Additional correspondence with Bill Frazier regarding ODL meeting and direction Receiver's goals in pursuing a sale of the business or assets	1.1	
Additional follow up correspondence with Tom Boer regarding his interest in pursuing possible purchase of Premium	0.8	
Meeting with Dave Killiron and others from ODL to walk through Premium plant and to discuss possible purchase of assets, business opportunities, and possible fit with ODL	3.4	
Correspondence with Chris Kenyon of Kenyon Art Glass Studio regarding possible purchase of Premium and arranging of visit to plant	0.6	
Correspondence with Ron Lewkowitz of RSL glass to discuss possible purchase of Premium, possible plant visit, and how Premium might fit with RSL	0.8	
Correspondence with Bill Frazier and Joe Jordon regarding status of Premium glass orders for door customers, possible supply of glass, and possible direction	0.2	8.5

Tuesday, October 16, 2012

Preparation of information on Premium for possible buyers, and information of current creditors	1.8
Correspondence with Bill Frazier finalizing details of engagement and direction in sale of Premium	0.8
Correspondence with Nick Cangialosi regarding his information on possible purchases for Premium and his providing contact information for Isaac BenEzra of IDP	0.8
Additional correspondence with Chris Kenyon regarding his possible purchase of Premium, questions on glass capabilities, and arranging of plant visit	0.4
Finalizing of details of engagement	1.0

Response to creditor calls and inquires
answering general questions and directing
them to Bill Frazier, and soliciting patiences
with Premium to facilitate possible sale 2.5

tt Andrew Beaven of Elton to discuss possible
purchase and to arrange visit to see plant and
assets 0.6

7.9

Wednesday, October 17, 2012

Correspondence with Bill Frazier regarding
possible management agreement as part of
temporary provision of glass to door
customers and to facilitate a sale of Premium 0.7

Additional correspondence with Tom Boer of
Elton Manufacturing regarding operation of
Premium as going concern, management,
and discussion of financial condition of
business and possible projections. 1.6

Correspondence with Tom Thornton of
Thornton Art Glass and prior owner of
Premium to discuss possible purchase of
Premium and to schedule plant visit 0.8

Correspondence with Harold Valley of Taylor
Building Products to discuss door customer
glass needs 0.4

Preparation of financial and equipment detail
for meeting with Chris Kenyon of Kenyon Art
Glass Studio 1.0

Multiple correspondence with Bob Bosar, Bill
Frazier, and Mindy Smith regarding details for
physical inventory of Premium and for
determination of status of open orders and
ability to provide for sale of committed
finished goods 1.4

Correspondence with Ron Lewkowitz of RSL
Glass to further discuss possible purchase,
temporary supply of glass, proprietary nature
of glass designs, and possible fit of business 1.2

Meeting with Park Shai of Shai Commercial
Real Estate regarding possible sale of
Premium's lease and option to purchase the
real estate to third party 1.2

Correspondence with Premium's landlord to
negotiate ability to maintain access to
property during negotiations with potential
buyers and to confirm willingness to
negotiate the assumption of Premium's lease 0.5

Correspondence with Mindy Smith and Joe Jordon regarding inventory and order status and capital needs to consider inventory buildout to increase inventory value and to provide for door customers 0.8

9.6

Thursday, October 18, 2012

Correspondence with Dan Hartenstein of Champion Door regarding purchase of finished goods allocated to existing Champion orders; correspondence with Bill Frazier regarding the same 0.4

Correspondence with multiple creditors regarding Premium and referral to Bill Frazier 0.8

Correspondence with Nick Cangialosi regarding sales efforts of Premium and additional contact information of potential buyers 0.4

Preparation of data relating to inventory buildout, financial data for potential purchasers, asset listings, and 2012 and 2013 possible sales volume - all as requested by potential buyers 2.6

Correspondence with Isaac BenEzra of IDP regarding details of Premium and possible purchase and to arrange site visit 0.6

Meeting with Tom Thornton to discuss potential purchase and consider terms of possible offer, and plant site visit 2.8

Meeting with Mindy Smith regarding update of all Premium open orders, finished goods inventory allocated to those orders and potential value 1.2

8.8

Friday, October 19, 2012

Meeting with Isaac BenEzra of Idp to discuss possible purchase of Premium, possible management agreement, and plant site visit; follow up to visit to discuss customer retention and request to work up a purchase term sheet as discussed 3.5

Meeting with landlord to restore water and to maintain utilities 0.5

Correspondence with Bill Frazier and Jeff Wetterston regarding details for Premium inventory 0.8

Meeting with Chris Kenyon regarding possible purchase of Premium, discussion of product offering and manufacturing capabilities, plant site visit 3.2

	Correspondence with Dan Hartenstein of Champion Door regarding purchase and pick up of finished, allocated goods	0.6		
			8.6	
Saturday, October 20, 2012				
	Correspondence with Mindy Smith and Mark Zwoll to arrange details do Premium inventory	0.8		
	Correspondence with Dan Hartenstein to finalize details of Champion pickup	0.2		
	Correspondence with Joe Jordon of Wausau Supply regarding visit to Premium to discuss possible purchase	0.5		
			1.5	
Statement Total			44.9	\$12,347.50

EXHIBIT C

Invoice

November 28, 2012

Wettersten Management and Consulting
2982 Kings Ct.
Carmel, Indiana 46032
317-733-9582
jeffwetter@aol.com

Invoice Number:

112812

Bill To: Taylor Building Products

Att: Bill Frazier
Principal
216.299.0300 (m)
216.227 1981 (o)
631 N 1st Street
West Branch Mi. 48661
E-mail: bfrazier@raintree-capital.com

Description	Amount
AR Collections per the attached	\$15,080.65
Total Due	\$15,080.65

Terms- Due upon receipt.

Make all checks payable to Jeff Wettersten
Electronic funds transfer:
JPMorgan Chase Bank, NA
Indianapolis, IN 46277
20-001/740
Routing number: 074000010
Account number: 918341629

11/28/2012

Company	check #	Date	Payment Amt	Total Paid
Midwest Mfg Eau Claire	351427	11/14/12	383.82	
	351427	11/14/12	3.83	
	351427	11/14/12	1018.31	
	351427	11/14/12	9246.72	
Midwest Mfg-Shelby	352047	11/20/12	1137.86	
Midwest Mfg-Plano	352586	11/26/12	16029.36	\$27,819.93
Top Quality Building Prod.	28856	17-Nov	\$2,057.56	\$2,057.56
	1130	11/2/2012	8392.77	
Moeller Door & Window	7681787	11/06/12	2114.21	\$10,506.98
Century Specialty Windows	352047	11/20/2012	\$9,823.70	\$9,823.70
Lumbermans Inc	216271	11/6/2012	\$2,907.61	\$2,907.61
ProVia Door	117268,	10/25/12	959.46	
	117386	11/6/12	729.77	
		11/13/12	1409.18	\$3,098.41
Polaris Technologies	341054	13-Nov	\$4,044.48	\$4,044.48
Troyer Door Ltd	8900	13-Nov	\$2,738.62	\$2,738.62
Francis Schulze Co	34988	6-Nov	\$1,612.50	\$1,612.50
	38933	11/2/2012	454.47	
Galaxy Mfg.	38941	11-06-2012	1218.3	\$1,672.77
Darpet Inc	11314	13-Nov	\$1,480.15	\$1,480.15
Home Guard Industries	99614	11/6/2012	\$2,086.36	\$2,086.36
Building Products Inc	391753	2-Nov	\$77.19	\$77.19
	?	10/15/12	401.88	
	?	10/26/12	434.38	
Lumbermans Shelbyville	216469	11/14/12	373.25	\$1,209.51
Central Door Distributors	13628	2-Nov	\$757.75	\$757.75
Columbus Door & Decorative	5363	27-Nov	\$685.45	\$685.45
Vapco Valley Aluminum	25941	8-Nov	\$934.56	\$934.56
Soult Wholesale Co	131416	16-Nov	\$604.89	\$604.89
Guida Inc	30478	8-Nov	\$335.09	\$335.09
Jeld Wyn	7808015	13-Nov	\$465.77	\$465.77
BF Rich Co		2-Nov	\$320.04	\$320.04
Andoor Distributors Inc	71684	13-Nov	\$163.94	\$163.94
				\$75,403.26
Total Due				\$15,080.65



Transaction Details
Prepared for
BILLY T FRAZIER
Account Number
XXXX-XXXXXX-23002

Business Gold Rewards Card / October 18, 2012 to November 14, 2012

Date	Description	Cardmember	Account #	Amount
Lodging				
11/12/2012	Quality Inn W.B. 152West Branch MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	109.58
11/14/2012	HAMPTON INN FRANKENMUTH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	109.89
11/09/2012	Quality Inn W.B. 152West Branch MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	224.62
11/06/2012	Quality Inn W.B. 152West Branch MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	125.78
11/08/2012	HAMPTON INN FLINT GRFLINT MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	115.44
10/31/2012	Quality Inn W.B. 152West Branch MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	219.16
10/30/2012	HAMPTON INN FLINT GRFLINT MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	103.90
10/24/2012	Quality Inn W.B. 152West Branch MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	197.56
10/23/2012	HOMEWOOD SUITES BY HBRIGHTON MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	117.72
10/20/2012	DOUBLETREE HOTEL BAYBAY CITY MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	32.00
11/29/2012	HOLIDAY INNS FLINT HFUNT MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	98.79
11/26/2012	Quality Inn W.B. 152West Branch MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	109.58
11/20/2012	HAMPTON INN FLINT GRFLINT MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	98.91
11/16/2012	Quality Inn W.B. 152West Branch MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	109.58
10/17/2012	HOTELS.COM US1108210800-219-4608 NV	BILLY T FRAZIER	XXXX-XXXXXX-23002	310.04
Subtotal				\$2,082.55
Transportation				
11/10/2012	BUDGET RENT A CAR CLEVELAND OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	377.21
11/01/2012	DOLLAR RENT A CAR DDCLEVELAND OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	257.08
10/25/2012	DOLLAR RENT A CAR DDCLEVELAND OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	194.27
10/20/2012	DOLLAR RENT A CAR DDCLEVELAND OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	219.38
11/26/2012	DOLLAR RENT-A-CAR DODALLAS TX	BILLY T FRAZIER	XXXX-XXXXXX-23002	566.23
11/16/2012	BUDGET RENT A CAR CLEVELAND OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	342.71
11/11/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	448.21
11/09/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
11/07/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
11/06/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.75
11/04/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.75
10/31/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
10/28/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
10/21/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
10/19/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.50
10/17/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	6.25
10/16/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.75
10/18/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	4.75
11/28/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.75
11/27/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.75
11/26/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.75
11/18/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	5.75
11/16/2012	OHIO TURNPIKE BERE A OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	7.00
10/31/2012	MARATHON PETROLEUM CSAGINAW MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	54.85
11/06/2012	SPEEDWAY 02321 HOL 5SAGINAW MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	46.59
11/07/2012	SPEEDWAY 08723 BRI 5BRIDGEPORT MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	59.44
10/24/2012	7-ELEVEN # 160 00019WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	25.01
11/30/2012	SHELL OIL 5742434940MIDDLEBURG HT OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	4.10
11/30/2012	SPEEDWAY 03535 I-7 5BELLVILLE OH	BILLY T FRAZIER	XXXX-XXXXXX-23002	57.25
11/28/2012	SPEEDWAY 02242 221 5SAGINAW MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	53.71
11/25/2012	SHELL OIL 5219831002WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	48.49
11/18/2012	SPEEDWAY 02325 TEC 5DUNDEE MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	45.50
11/26/12	Own transportation 792 miles @ \$0.5			411.84
Subtotal				\$3,306.87
Food				
11/09/2012	APPLEBEES 9875300028WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	8.00
10/30/2012	APPLEBEES 9875300028WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	19.00
10/30/2012	ARBY'S #5304 053041WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	8.05
10/29/2012	CHINA INN CHINA INN WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	18.00
10/23/2012	CHINA INN CHINA INN WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	41.00
11/09/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	12.50
11/08/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	12.20
11/07/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	27.00
11/06/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	13.00
10/31/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	13.00
10/30/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	12.10
10/24/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	13.00
10/23/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	13.10
10/23/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	23.00
10/22/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	18.00
11/28/2012	ARBY'S #5304 053041WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	7.06
11/28/2012	BIG BOY WEST BRANCH WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	13.00
11/28/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	25.20
11/25/2012	G'S PIZZERIA & DELI WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	13.63
11/25/2012	PONDEROSA - W BRANCHWEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	32.18
11/19/2012	G'S PIZZERIA & DELI WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	43.00
11/16/2012	G'S PIZZERIA & DELI WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	9.08
11/16/2012	LUMBERJACK REST. 000WEST BRANCH MI	BILLY T FRAZIER	XXXX-XXXXXX-23002	14.00
Subtotal				\$408.12
Grand Total				\$5,797.54

STRIP, HOPPERS, LEITHART, McGRATH & TERLECKY
A LEGAL PROFESSIONAL ASSOCIATION
575 SOUTH THIRD STREET
COLUMBUS, OH 43215-5759
(614) 228-6345

Taylor Building Products, Inc.
c/o Bill Frazier, Receiver
Raintree Capital Partners
17892 Clifton Park Ln.
Cleveland OH 44107

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		HOURS	
10/12/2012			
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: RECEIVERSHIP ISSUES; REVIEWED ORDER AND DRAFTING REVISIONS TO SAME	1.00	250.00
MNT	CONFERENCE CALL WITH RECEIVER AND BANK REPRESENTATIVE RE: RECEIVERSHIP ISSUES	1.00	250.00
MNT	DRAFTING REVISIONS TO ORDER AND APPOINTING RECEIVER AND CORRESPONDENCE WITH MR. FRAZIER RE: SAME	1.00	250.00
ACF	CONFERENCE WITH ATTY TERLECKY RE: FEDERAL COURT RECEIVERSHIP; REVIEW DOCKET FOR CASE STATUS	0.50	100.00
10/15/2012			
MNT	CORRESPONDENCE WITH ATTORNEY DEMARCO RE: PROPOSED ORDER	0.10	25.00
MNT	ATTENDANCE AT HEARING RE: MOTION TO APPOINT RECEIVER, CONFERENCE WITH MR. FRAZIER, ATTORNEY CASTOR AND REPRESENTATIVE OF SUPPLIER AND MR. AYERS OF HUNTINGTON NATIONAL BANK RE: OPERATIONAL ISSUES	1.25	312.50
ACF	REVIEWED UPDATE ON STATUS OF HEARING; CORRESPONDENCE WITH R. CASTOR RE: SAME; REVIEWING MOTION AND COMPLAINT; CHECK LOCAL RULES ON RECEIVERSHIP	1.00	200.00
10/16/2012			
MNT	REVIEW OF LEGAL MEMO ON APPLICATION OF COLLECTIVE BARGAINING AGREEMENTS TO RECEIVERSHIPS; TELEPHONE CONFERENCE WITH RECEIVER RE: SAME; RECEIPT AND REVIEW OF LETTER TO EMPLOYEES; TELEPHONE CONFERENCE WITH RECEIVER RE: SAME	0.70	175.00
ACF	CONFERENCE WITH ATTY TERLECKY RE: RECEIVERSHIP HEARING AND CASE STRATEGY; REVIEW AND LEGAL RESEARCH ON CBA EFFECT ON RECEIVER, AND STRATEGIES FOR RE-COMMENCING WORK; REVIEWING CONFIDENTIALITY AGREEMENT; REVIEW LETTER TO EMPLOYEES	4.20	840.00
10/17/2012			
ACF	MEMO TO ATTY TERLECKY RE: CONFIDENTIALITY AGREEMENTS; REVIEW CORRESPONDENCE RE: POSSIBLE FILING OF		

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		HOURS	
	RECEIVERSHIP ORDER IN MICHIGAN DISTRICT COURT; RESEARCH AND REVIEW FEDERAL STATUTES ON RECEIVERSHIP; REVIEW MICHIGAN DISTRICT COURT JURISDICTION FOR OGEMAW COUNTY; TELEPHONE CONFERENCE WITH USDC MICHIGAN, ON FILING OF MISCELLANEOUS CASE; CORRESPONDENCE WITH MICHIGAN COUNSEL RE: SERVING AS LOCAL COUNSEL; COORDINATION WITH ATTY TERLECKY RE: CONFIDENTIALITY AGREEMENT; EDITING AND REVISION TO CONFIDENTIALITY	3.20	640.00
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: SUPPLIER ISSUES	0.10	25.00
MNT	TELEPHONE CONFERENCE WITH ATTORNEY LOMBARDO RE: RECEIVERSHIP AND SHIPPING BY SAMUEL, SON & CO.	0.30	75.00
MNT	CORRESPONDENCE TO ATTORNEY CASTOR AND MR. FRAZIER RE: HUNTINGTON NATIONAL BANK LETTER RE: PAYMENT BY RECEIVER	0.20	50.00
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: RECEIVERSHIP ISSUES AND SALE OF ASSETS	0.25	62.50
10/18/2012			
ACF	REVIEWED STATUTE ON FILING IN OTHER DISTRICTS AND ANNOTATIONS; TELEPHONE CONFERENCE WITH S. TORPY RE: MICHIGAN FILING; DRAFTING NOTICE OF RECEIVERSHIP; REVIEW COMPLAINT EXHIBITS	1.60	320.00
MNT	ANALYSIS OF REQUIREMENTS TO FILE ANCILLARY CASE IN MICHIGAN DISTRICT COURT; TELEPHONE CONFERENCE WITH MR. FRAZIER RE: SAME; RECEIPT AND REVIEW OF CORRESPONDENCE RE: SAMUEL & SON SHIPPING ISSUES. TELEPHONE CONFERENCE WITH MR. FRAZIER RE: SAME; CORRESPONDENCE TO ATTORNEY LOMBARDO RE: SAMUEL & SON; TELEPHONE CONFERENCE WITH MR. FRAZIER RE: BORROWING ISSUES	1.25	312.50
10/19/2012			
ACF	ATTENTION TO MICHIGAN FILING; CORRESPONDENCE WITH ATTY TORPY; ATTENTION TO BAR ADMISSION IN USDC MICHIGAN	0.50	100.00
MNT	TELEPHONE CONFERENCES WITH ATTORNEY LOMBARDO AND ATTORNEY CASTOR RE: SAMUEL & SON; CONFERENCE CALL WITH RECEIVER AND HUNTINGTON NATIONAL BANK REPRESENTATIVE RE: OPERATIONS ISSUE; ATTENTION TO RECEIVERSHIP FILING IN MICHIGAN	1.00	250.00
10/22/2012			
ACF	REVIEWED CORRESPONDENCE FROM ATTY CASTOR AND RECEIVER RE: POSSIBLE SALE; CONFERENCE CALL WITH ATTY TERLECKY, CLIENT AND HNB; ATTENTION TO MICHIGAN BAR APPLICATION; REVIEW DRAFT PURCHASE AGREEMENT; ATTENTION TO REVIEW AND EDIT OF PURCHASE AGREEMENT; ATTENTION TO SPECIAL COUNSEL APPLICATION	4.40	880.00
MNT	CONFERENCE CALL WITH RECEIVER AND BANK REPRESENTATIVE RE: RECEIVERSHIP OPERATION ISSUES	0.75	187.50
MNT	TELEPHONE CONFERENCE WITH ATTORNEY BANAL AND		

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		HOURS	
	CORRESPONDENCE TO RECEIVER RE: SECURED CREDITORS CLAIM TO INSURANCE PROCEEDS	0.30	75.00
MNT	DRAFT MOTION TO SELL	1.50	375.00
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: MISCELLANEOUS OPERATIONAL AND SALE ISSUES	0.25	62.50
JAC	OFFICE CONFERENCE WITH ATTORNEY TERLECKY REGARDING STATUS OF CASE, NEXT ACTIONS TO TAKE.	0.20	40.00
10/23/2012			
ACF	CONFERENCE CALL WITH ATTY TERLECKY AND BANK COUNSEL AND RECEIVER; FOLLOW UP ON NOTICE FILING; TELEPHONE CONFERENCE WITH BANK COUNSEL RE: USE OF APPRAISERS AS REQUIRED BY STATUTE, TIMING FOR SALE; REVIEW FEDERAL JUDICIAL SALE STATUTES	1.50	300.00
MNT	CONFERENCE CALL WITH RECEIVER AND HUNTINGTON NATIONAL BANK REPRESENTATIVE RE: SALE ISSUES; DRAFTING MOTION TO SELL	1.50	375.00
10/24/2012			
ACF	TELEPHONE CONFERENCE WITH RECEIVER, BANK COUNSEL; CORRESPONDENCE WITH RECEIVER RE: MICHIGAN NOTICE FILING; FOLLOW UP ON UNDERWRITING ISSUE; REVIEWING FEDERAL RECEIVERSHIP STATUTES RELATIVE TO SALE OF REAL ESTATE AND CASE NOTES; WORK ON SPECIAL COUNSEL APPLICATION AND ORDER; CONFERENCE WITH ATTY TERLECKY RE: PURCHASE CONTRACT; REVIEW AND DIRECT REVISIONS TO SAME	3.00	600.00
MNT	CONFERENCE CALL WITH RECEIVER AND BANK REPRESENTATIVES RE: OPERATIONS ISSUES; TELEPHONE CONFERENCE WITH RECEIVER RE: OPERATION ISSUES	1.00	250.00
MNT	DRAFTING MOTION TO SELL ASSETS	2.00	500.00
MNT	REVISIONS TO ASSET PURCHASE AGREEMENT; OFFICE CONFERENCE WITH ATTORNEY FIRSTENBERGER RE: SAME	2.00	500.00
MNT	DRAFTING REVISIONS TO APPLICATION TO EMPLOY SPECIAL COUNSEL	0.50	125.00
MNT	CORRESPONDENCE WITH MR. MANN RE: TURNOVER OF RECORDS	0.20	50.00
CR	OBTAIN COPY OF CERTIFICATE OF GOOD STANDING FROM OHIO SUPREME COURT	0.20	5.00
10/25/2012			
MNT	CONFERENCE CALL WITH BANK REPRESENTATIVE AND COUNSEL, AND RECEIVER RE: ADMINISTRATIVE MATTERS	0.60	150.00
MNT	TELEPHONE CONFERENCE WITH RECEIVER RE: CASH FLOW ISSUES	0.60	150.00
ACF	DRAFTING REVISION TO PURCHASE CONTRACT; CONFERENCE CALL WITH BANK COUNSEL AND RECEIVER; TELEPHONE CONFERENCE WITH RECEIVER; FOLLOW UP ON BAR ADMISSION IN MICHIGAN AND SPECIAL COUNSEL MOTION; CONTINUED WORK ON PURCHASE AGREEMENT	4.50	900.00
MNT	DRAFTING REVISIONS TO ASSET PURCHASE AGREEMENT	1.00	250.00

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		HOURS	
10/26/2012			
ACF	TELEPHONE CONFERENCE WITH RECEIVER AND BANK COUNSEL; ATTENTION TO REAL ESTATE APPRAISAL AND TITLE INFORMATION; CORRESPONDENCE WITH TITLE COMPANY; TELEPHONE CONFERENCE WITH TITLE COMPANY RE: RECEIVERSHIP SALE; CONTINUED WORK ON AGREEMENT	2.50	500.00
MNT	CONFERENCE CALL WITH RECEIVER AND ATTORNEY CASTOR AND MR. AYERS, BANK REPRESENTATIVE RE: VARIOUS MATTERS	0.50	125.00
MNT	ATTENTION TO PROOF OF CLAIM ISSUE	0.25	62.50
MNT	REVIEWED AND REVISED ASSET PURCHASE AGREEMENT	1.00	250.00
JAC	OFFICE CONFERENCE WITH ATTORNEY TERLECKY TO DISCUSS ASSET PURCHASE AGREEMENT.	0.10	20.00
10/29/2012			
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: EMPLOYEE ISSUES	0.25	62.50
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: PREMIUM GLASS AND SAMUEL & SON	0.30	75.00
MNT	OFFICE CONFERENCE WITH ATTORNEY FIRSTENBERGER RE: REVISIONS TO ASSET PURCHASE AGREEMENT	0.20	50.00
MNT	CORRESPONDENCE TO ATTORNEYS LEW AND CASTOR RE: ASSET PURCHASE AGREEMENT	0.20	50.00
MNT	CORRESPONDENCE TO ATTORNEY CASTOR RE: DAMAGE CLAIM AT LEASED FACILITY	0.10	25.00
MNT	EMAIL CORRESPONDENCE RE: PREMIUM GLASS	0.30	75.00
ACF	CONFERENCE WITH RECEIVER AND BANK COUNSEL; CONFERENCE WITH ATTY TERLECKY RE: ASSET PURCHASE AND CONFERENCE CALL WITH RECEIVER RE: INSURANCE PROCEEDS, ETC.; EDITS TO PURCHASE CONTRACT; REVIEW CORRESPONDENCE RE: CANCELLATION OF HEALTH BENEFITS AND POSSIBLE ALTER EGO ISSUE WITH PREMIUM; BRIEF REVIEW OF PREMIUM CORPORATE DOCUMENTS	1.70	340.00
10/30/2012			
ACF	REVIEWED CORRESPONDENCE RE: OWNERSHIP OF PREMIUM GLASS; CONFERENCE WITH ATTY TERLECKY RE: PURCHASE AGREEMENT, RECEIVER AS SHAREHOLDER, AND TITLE MATTERS; CORRESPONDENCE WITH ATTY W. LEW RE: TITLE MATTERS	1.00	200.00
MNT	TELEPHONE CONFERENCE WITH ATTORNEY LEW RE: ASSET PURCHASE AGREEMENT TERMS	0.40	100.00
MNT	TELEPHONE CONFERENCE WITH RECEIVER RE: PREMIUM GLASS ISSUE	0.30	75.00
MNT	DRAFTING PROOF OF CLAIM	0.20	50.00
10/31/2012			
ACF	TELEPHONE CONFERENCE WITH RECEIVER RE: TIMELINE FOR COURT ORDER; REVIEWING CORRESPONDENCE RE: WAUSAU PURCHASE TERMS, POSSIBLE WAGE AND HOUR ISSUE	0.50	100.00
MNT	TELEPHONE CONFERENCE WITH INVESTIGATOR OF WAGE AND HOUR	0.25	62.50
MNT	TELEPHONE CONFERENCE WITH ATTORNEY DEMARCO RE: SALE		

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		HOURS	
	OF PREMIUM GLASS INVENTORY	0.25	62.50
MNT	TELEPHONE CONFERENCE WITH RECEIVER RE: PREMIUM GLASS INVENTORY AND CORRESPONDENCE TO ATTORNEY CASTOR AND RECEIVER RE: BREAK-UP FEE ISSUE AND SALE OF PREMIUM GLASS INVENTORY	0.50	125.00
11/01/2012			
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: SALE OF INVENTORY	0.10	25.00
MNT	CONFERENCE CALL WITH MR. FRAZIER, MR. AYRES AND ATTORNEY CASTOR RE: SALE OF ASSETS	0.60	150.00
MNT	CONFERENCE CALL WITH ATTORNEYS CASTOR AND LEW RE: ASSET SALE	0.60	150.00
MNT	DRAFT REVISIONS TO MOTION TO SELL AND NOTICE OF SALE	2.50	625.00
MNT	REVIEWED ASSET PURCHASE AGREEMENT	1.50	375.00
ACF	REVIEWED CORRESPONDENCE RE: WAGE AND HOUR SITUATION; ATTENTION TO SPECIAL COUNSEL APPLICATION AND ORDER; CONFERENCE CALL RE: SALE STATUS; DRAFT BILL OF SALE FOR PREMIUM MATTER; REVIEW UCC RECORDS AGAINST PREMIUM; REVIEW CORRESPONDENCE FROM ATTY LEW RE: PURCHASE AGREEMENT; RESEARCH PROCESS FOR PRIVATE RECEIVER SALE	3.70	740.00
11/02/2012			
ACF	REVIEWED CORRESPONDENCE FROM CLIENT RE: ASSET PURCHASE AGREEMENT; REVIEW COMMENT ON PREMIUM BILL OF SALE; REVIEWING CLIENT FEEDBACK ON ASSET PURCHASE AND REVISIONS TO CONTRACT; PHONE CONFERENCE WITH BANK AND RECEIVER	3.20	640.00
MNT	CORRESPONDENCE WITH RECEIVER RE: PARAGON COLLECTION	0.20	50.00
MNT	CONFERENCE CALL WITH RECEIVER AND BANK REPRESENTATIVE RE: MISCELLANEOUS ADMINISTRATIVE MATTERS	0.50	125.00
MNT	CORRESPONDENCE WITH ATTORNEY LEW RE: APA ISSUES	0.20	50.00
MNT	DRAFTING REVISIONS TO BILL OF SALE	0.20	50.00
MNT	RECEIPT AND REVIEW OF RECEIVER'S COMMENTS TO ASSET PURCHASE AGREEMENT AND TELEPHONE CONFERENCE WITH RECEIVER RE: SAME	0.50	125.00
11/05/2012			
ACF	ATTENTION TO FILING OF SPECIAL COUNSEL APPLICATION; REVIEWING LOCAL RULES RE: ELECTRONIC FILING AND FORMATTING; STATUS CHECK ON NOTICE TO CREDITORS; CONFERENCE CALL WITH BANK COUNSEL AND RECEIVER RE: SALE AND NOTICE TO CREDITORS; REVIEW OF BANK COMMENTS TO APA; REVIEW OF NOTICE TO CREDITORS; CONFERENCE WITH ATTY TERLECKY RE: CHANGES TO PURCHASE AGREEMENT	3.30	660.00
MNT	DRAFTING REVISIONS TO ASSET PURCHASE AGREEMENT	1.00	250.00
11/06/2012			
ACF	CONFERENCE CALL WITH ATTY CASTOR RE: ASSET PURCHASE AGREEMENT; CONFERENCE CALL WITH RECEIVER RE: ASSET		

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		HOURS	
	PURCHASE AGREEMENT; REVISIONS TO ASSETS PURCHASE AGREEMENT; DISTRIBUTION OF SAME AMONG PARTIES	3.00	600.00
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: REVISIONS TO ASSET PURCHASE AGREEMENT; TELEPHONE CONFERENCE WITH ATTORNEY CASTOR RE: BANK ISSUES WITH ASSET PURCHASE AGREEMENT; DRAFTING REVISIONS TO ASSET PURCHASE AGREEMENT	1.50	375.00
MNT	DRAFTING REVISIONS TO MOTION TO SELL ASSETS	2.00	500.00
11/08/2012			
MNT	DRAFTING REVISIONS TO SALE MOTION	1.00	250.00
MNT	TELEPHONE CONFERENCE WITH ATTORNEY DEMARCO RE: INTERESTS OF SHAREHOLDER	0.20	50.00
MNT	CORRESPONDENCE WITH ATTORNEY LOMBARDO RE: SALE UPDATE FROM CLIENT RE: RESIGNATION OF 401K TRUSTEE; TELEPHONE CONFERENCE WITH RECEIVER RE: APPRAISALS, ADVERTISING, 401K; REVIEW SALES PROCEDURE MOTION; REVIEW OF SALE PROCEDURES MOTION	0.20	50.00
ACF		2.20	440.00
11/09/2012			
MNT	TELEPHONE CONFERENCE WITH ATTORNEY LEW RE: REVISIONS TO ASSET PURCHASE AGREEMENT; DRAFTING REVISIONS TO ASSET PURCHASE AGREEMENT	1.75	437.50
ACF	REVIEWED CLIENT COMMENTS TO SALE PROCEDURES MOTION; REVIEW OF SCHEDULES TO CONTRACT; ATTENTION TO SALE NOTICE	0.90	180.00
11/12/2012			
ACF	REVIEWED NEW VERSION OF APA FROM BUYER; CORRESPONDENCE WITH MICHIGAN COUNSEL RE: SALES AND USE TAX QUESTION; PHONE CONFERENCE ON PURCHASE AGREEMENT REVISIONS	2.40	480.00
MNT	REVIEWED CHANGES TO ASSET PURCHASE AGREEMENT	0.50	125.00
MNT	TELEPHONE CONFERENCE WITH ATTORNEY CASTOR RE: REVISIONS TO ASSET PURCHASE AGREEMENT; TELEPHONE CONFERENCE WITH ATTORNEY LEW RE: ASSET PURCHASE AGREEMENT	1.00	250.00
11/13/2012			
ACF	REVIEWED CORRESPONDENCE FROM BANK COUNSEL RE: SALE CONTRACT AND SALES PROCEDURE MOTION; REVIEW OF FURTHER MODIFICATIONS TO AGREEMENT; RESEARCH: SALES TAX CLEARANCE IN OHIO AND MICHIGAN; PHONE CONFERENCE WITH RECEIVER RE: SALES TAX MATTER	2.90	580.00
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: ASSET SALE	0.75	187.50
11/14/2012			
ACF	DRAFTING MEMO ON PURCHASE CONTRACT TO ATTY TERLECKY; CONFERENCE WITH ATTY TERLECKY; REVIEW AND REVISION TO SALE PROCEDURES; ADDRESSING 401K ISSUES; LETTER TO ATTY T. PAHL RE: McKENNA 401K RESIGNATION; REVIEW CORRESPONDENCE ON STATUS OF APPRAISERS; FOLLOW UP		

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		HOURS	
	WITH MICHIGAN COUNSEL	2.50	500.00
MNT	RECEIPT AND REVIEW OF REVISED ASSET PURCHASE AGREEMENT; TELEPHONE CONFERENCE WITH AND CORRESPONDENCE TO MR. FRAZIER RE: SALES TAX FILINGS; CORRESPONDENCE WITH RECEIVER RE: MOTION TO SELL; TELEPHONE CONFERENCE WITH ATTORNEY LEW RE: ASSET PURCHASE AGREEMENT REVISIONS; TELEPHONE CONFERENCE WITH ATTORNEY CASTOR RE: ASSET PURCHASE AGREEMENT REVISIONS	1.25	312.50
11/15/2012			
ACF	REVIEWED DISCUSSION ON SALES TAX RELEASE PROVISIONS AND RECEIVER'S POSSIBLE LIABILITY FOR SALES TAX; REVISION TO SALE NOTICE AND MOTION; ATTENTION TO LEGAL NOTICES; TELEPHONE CONFERENCE WITH RECEIVER; REVIEW OF COURT ORDER AS TO PRE-RECEIVERSHIP OBLIGATIONS	1.80	360.00
11/16/2012			
ACF	REVIEWED NOTICE AND SALE MOTION FOR TENTATIVE TIMELINE OF SALE; CREATE TIMELINE FOR SALE; TELEPHONE CONFERENCE WITH ATTY B. LEWIS RE: MICHIGAN SALES TAX; TELEPHONE CONFERENCE WITH R. CASTOR RE: PREPARATION TOWARD FILING OF MOTION; ATTENTION TO FINALIZING AND EXECUTION OF CONTRACT, FILING OF MOTION	4.00	800.00
MNT	DRAFTING FINAL REVISIONS TO MOTION TO SELL	0.75	187.50
MNT	REVIEWED MORTGAGE AND SECURITY DOCUMENTS	0.25	62.50
11/19/2012			
ACF	CORRESPONDENCE WITH ATTY CASTOR AND RECEIVER RE: SALE TIMELINE; TELEPHONE CONFERENCE WITH RECEIVER RE: TIMELINE AND UNSECURED CREDITOR RIGHTS; REVIEWING LOAN DOCUMENTS	1.70	340.00
MNT	CORRESPONDENCE WITH ATTORNEY FOR BANK AND RECEIVER RE: LEASEHOLD INSURANCE PROCEEDS	0.20	50.00
11/20/2012			
ACF	ATTENTION TO SALE PROCEDURES HEARING; CORRESPONDENCE WITH RECEIVER RE: BANK LIEN POSITION; CORRESPONDENCE WITH BANK COUNSEL RE: HEARING; CONFERENCE WITH ATTY TERLECKY RE: HEARING SCHEDULE, NOTICE, ETC.	0.70	140.00
11/23/2012			
MNT	TELEPHONE CONFERENCE WITH RECEIVER RE: REPORT TO COURT AND COLLECTION OF ACCOUNTS RECEIVABLE	0.25	62.50
MNT	DRAFTING ORDER ON MOTION TO SELL	1.00	250.00
11/26/2012			
ACF	REVIEW CORRESPONDENCE RE: TITLE CONCERNS; RESPONSE TO SAME; TELEPHONE CONFERENCE WITH ATTORNEY FOR FIDELITY RE: TITLE AND APPEAL PERIOD; TELEPHONE CONFERENCE WITH USDC RE: HEARING DATE; ATTENTION TO		

Taylor Building Products, Inc.

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 STATEMENT NO: 1

Attorney for Receiver

		HOURS	
	PARAGON COMPLAINT; TELEPHONE CONFERENCE WITH TRI-FLEET LEASING RE: STATUS OF SALE; REVIEW OF RECEIVER'S DRAFT REPORT; FOLLOW UP ON STATUS OF APPRAISALS	1.50	300.00
11/27/2012			
MNT	TELEPHONE CONFERENCE WITH ATTORNEY LEW RE: SALE ISSUES	0.25	62.50
MNT	DRAFTING REVISIONS TO ORDER ON SALE MOTION	0.50	125.00
MNT	TELEPHONE CONFERENCE WITH MR. FRAZIER RE: SALE ISSUES	0.50	125.00
MNT	CORRESPONDENCE WITH MR. FRAZIER RE: SALE ISSUES	0.20	50.00
ACF	ATTENTION TO SALE ADVERTISEMENT	0.60	120.00
11/28/2012			
ACF	ATTENTION TO ADVERTISEMENTS; REVIEW CORRESPONDENCE RE: SALE OF RECEIVABLES; REVIEW OF DRAFT SALE PROCEDURES ORDER	1.50	300.00
MNT	DRAFTING REVISIONS TO ORDER ON SALE MOTION	1.00	250.00
MNT	PREPARATION FOR HEARING; TELEPHONE CONFERENCE WITH MR. FRAZIER RE: ACCOUNTS RECEIVABLE	0.50	125.00
NWR	REVIEWED EMAILS FROM AARON FIRSTENBERGER AND MYRON TERLECKY REGARDING COMPLAINT; REVISED SAME	0.20	30.00
11/29/2012			
ACF	TELEPHONE CONFERENCE WITH ATTY TERLECKY AND BILL FRAZIER RE: SALE HEARING PREPARATION; CORRESPONDENCE WITH M. WEINGARDEN AT FIDELITY RE: SALE PROCESS; CHECK INFORMATION ON LEASE HOLDER; COORDINATION OF ADVERTISING RUNS; CONFERENCE CALL WITH HNB COUNSEL AND RECEIVER RE: SALE HEARING PREPARATION; REVIEW AND REVISION OF PARAGON COMPLAINT AND RECEIVER REPORT; REVISION AND HARMONIZING AD COPY TO COURT NOTICE	4.20	840.00
MNT	TELEPHONE CONFERENCE WITH RECEIVER RE: A/R AND SALE HEARING	0.60	150.00
MNT	DRAFTING REVISIONS TO ORDER APPROVING SALE AND TO NOTICE	0.80	200.00
MNT	PREPARATION FOR HEARING; REVIEW OF EXHIBITS AND PLEADINGS, TESTIMONY OF MR. FRAZIER	2.00	500.00
MNT	PREPARATION OF RECEIVER'S REPORT	0.60	150.00
MNT	CONFERENCE CALL WITH RECEIVER, MR. AYRES AND ATTORNEY CASTOR RE: ACCOUNTS RECEIVABLE ISSUE	0.25	62.50
11/30/2012			
MNT	PREPARATION FOR AND ATTENDANCE AT HEARING ON SALE PROCEDURES MOTION; OFFICE CONFERENCE WITH MR. FRAZIER RE: SALE ISSUES	3.50	875.00
MNT	DRAFTING REVISIONS TO ORDER APPROVING SALE PROCEDURES AND NOTICE	0.50	125.00
ACF	PREPARATION FOR SALE PROCEDURES HEARING AND ATTENDANCE AT HEARING; ADDITIONAL WORK TOWARD SUBMISSION OF ORDER, FILING OF SALE NOTICE AND ADVERTISING COPY	4.30	860.00

Taylor Building Products, Inc.

Attorney for Receiver

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	<u>HOURS</u>	<u></u>
FOR CURRENT SERVICES RENDERED	132.25	29,257.50
TOTAL CURRENT WORK		29,257.50
BALANCE DUE		<u>\$29,257.50</u>

WE ACCEPT VISA/MASTERCARD/DISCOVER PAYMENTS
PAYMENT METHOD ☐ CHECK ☐ VISA ☐ MASTERCARD ☐ DISCOVER
ACCT NUMBER _____ EXP DATE _____ CVV CODE _____
SIGNATURE _____ AMOUNT \$ _____

STRIP, HOPPERS, LEITHART, McGRATH & TERLECKY
A LEGAL PROFESSIONAL ASSOCIATION
575 SOUTH THIRD STREET
COLUMBUS, OH 43215-5759
(614) 228-6345

Taylor Building Products, Inc.
c/o Bill Frazier, Receiver
Raintree Capital Partners
17892 Clifton Park Ln.
Cleveland OH 44107

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Attorney for Receiver

	HOURS	
Myron N. Terlecky	57.05	
Aaron C. Firstenberger	74.50	
James A. Coutinho	0.30	
NICK W. REEVES	0.20	
COURT RUNNER	0.20	
FOR CURRENT SERVICES RENDERED	132.25	29,257.50
TOTAL CURRENT WORK		29,257.50
BALANCE DUE		<u>\$29,257.50</u>

TRUST ACCOUNT SUMMARY AS OF 11/30/2012 \$150.51

WE ACCEPT VISA/MASTERCARD/DISCOVER PAYMENTS
PAYMENT METHOD ___CHECK ___VISA ___MASTERCARD ___DISCOVER
ACCT NUMBER _____ EXP DATE _____ CVV CODE _____
SIGNATURE _____ AMOUNT \$ _____

EXHIBIT F

SUMMARY OF EXPENSES

Postage Expense:	\$1,867.87
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Copying Expense (\$0.20/copy):	\$ 576.00
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Admission Fee, U.S. District Court, Eastern District of Mich.	\$ 225.00
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Electronic Filing Fee, U.S. District Court, Eastern District of Mich.	\$ 46.00
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Funds Advanced to Clerk, U.S. District Court	\$ 1.00
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TOTAL:	\$2,715.87
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION

THE HUNTINGTON NATIONAL BANK,	:	Case No.: 2:12 CV 937
Plaintiff	:	
	:	
vs.	:	Judge Watson
	:	
TAYLOR BUILDING PRODUCTS, INC.,	:	
Defendant	:	

**ORDER GRANTING FIRST INTERIM APPLICATION FOR ALLOWANCE OF
COMPENSATION FOR THE RECEIVER AND ATTORNEYS TO THE RECEIVER
FOR THE PERIOD OF OCTOBER 15, 2012, THROUGH NOVEMBER 30, 2012**

This matter comes before the Court on the *First Interim Application for Allowance of Compensation for the Receiver and Attorneys to the Receiver for the Period of October 15, 2012, through November 30, 2012* (the “Application”), filed on December 11, 2012, by Bill Frazier of Raintree Capital Partners, LLC, the Court-appointed Receiver (herein “Receiver”) for certain assets of Taylor Building Products, Inc. Through the Application, the Receiver applies for approval of compensation earned and for reimbursement of expenses to the Receiver and attorneys for the Receiver (jointly “Applicants”) for the period of October 15, 2012, through November 30, 2012 (the “Application Period”).

According to the Application and the attached documentation showing the efforts made in this case, the fees earned by the Receiver for the Application Period total \$111,428.40. The Receiver further seeks reimbursement of expenses in the Application Period, including mileage, totaling \$5,797.54.

Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA (the “Firm”), attorneys for the Receiver, also seek compensation for fees in the Application Period in the amount of \$29,275.50.

The Firm further seeks reimbursement of expenses in the Application Period, including postage and advances for certain expenses related to the matter, in the total amount of \$2,715.87.

Pursuant to the *Order Appointing Receiver* in this case, the Application was served on those parties appearing in this case or requesting notice of pleadings in this case. A suitable time period for objections to be filed has passed and no objection to the Application has been filed.

Based on the matters contained in the Application, proper service of the Application having been completed, and no objection to the Application having been filed, the Court finds the Application to be well-taken and it is approved. The Court finds that the services provided by the Receiver and the Firm were necessary and proper in the administration of this case. Since being appointed, the Applicants have expended time and resources during the course of this receivership case to further the interests of the receivership estate and the creditors of Taylor Building Products, Inc. All services rendered for which Applicants request compensation were performed or incurred for or on behalf of the receivership estate. The services described in this application were actual, necessary services and the compensation requested for those services is reasonable.

It is therefore ORDERED and DECREED that the Application shall be, and it hereby is, granted, and that the Receiver shall be, and he hereby is, entitled to fees in the amount of \$111,428.40 and reimbursement of expenses in the amount of \$5,797.54;

It is FURTHER ORDERED and DECREED that the Firm shall be, and it hereby is, entitled to fees in the amount of \$29,275.50 and reimbursement of expenses in the amount of \$2,715.87;

It is FURTHER ORDERED and DECREED that the Receiver is authorized to make the approved payments at such time as the Receiver deems appropriate out of funds of the Receivership estate.

IT IS SO ORDERED.

DATE: _____

UNITED STATES DISTRICT COURT
JUDGE MICHAEL H. WATSON

SUBMITTED BY:

/s/ Myron N. Terlecky
Myron N. Terlecky (0018628)
Aaron C. Firstenberger (0072261)
Strip, Hoppers, Leithart, McGrath & Terlecky Co., L.P.A.
575 South Third Street
Columbus, Ohio 43215-5759
Telephone: (614) 228-6345
Facsimile: (614) 228-6369
Attorneys for Receiver

Copies to:

Via eFiling:

- Robert Castor, Esq.
- Kristin Watson, Esq.